

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JERRY L. & MENA M. MORELOS) No. 1:10-cv-11356
REVOCABLE TRUST, On Behalf Of Itself and)
All Others Similarly Situated,) CLASS ACTION

Plaintiff,)

vs.)

HENRI A. TERMEER, MICHAEL S.)
WYZGA, ROBERT J. CARPENTER,)
CHARLES L. COONEY, DOUGLAS A.)
BERTHIAUME, GAIL K. BOUDREAUX,)
ROBERT J. BERTOLINI, VICTOR J. DZAU,)
CONNIE MACK III, RICHARD F. SYRON,)
RALPH V. WHITWORTH, STEVEN)
BURAKOFF, ERIC ENDE, DENNIS M.)
FENTON, GENZYME CORP., and SANOFI-)
AVENTIS,)

Defendants)

**PLAINTIFFS' UNOPPOSED MOTION
AND [PROPOSED] ORDER TO
CONSOLIDATE ACTIONS AND
APPOINT LEAD COUNSEL**

BERNARD MALINA, individually and on behalf) No. 1:10-cv-11532
of all others similarly situated,,)

Plaintiff,)

vs.)

GENZYME CORPORATION, HENRI A.)
TERMEER, DOUGLAS A. BERTHIAUME,)
ROBERT J. BERTOLINI, GAIL K.)
BOUDREAUX, ROBERT J. CARPENTER,)
CHARLES L. COONEY, VICTOR J. DZAU,)
ERIC ENDE, DENNIS M. FENTON, CONNIE)
MACK III, RICHARD F. SYRON, and RALPH)
V. WHITWORTH)

Defendants)

[Captioned continued on the following page]

EMANUEL RESENDES, On Behalf Of himself) No. 1:10-cv-11536
and All Others Similarly Situated,)

Plaintiff,)

vs.)

HENRI A. TERMEER, MICHAEL S.)
WYZGA, ROBERT J. CARPENTER,)
CHARLES L. COONEY, DOUGLAS A.)
BERTHIAUME, GAIL K. BOUDREAUX,)
ROBERT J. BERTOLINI, VICTOR J. DZAU,)
CONNIE MACK III, RICHARD F. SYRON,)
RALPH V. WHITWORTH, STEVEN)
BURAKOFF, ERIC ENDE, DENNIS M.)
FENTON,)

Defendants)

WILLIAM S. FIELD, III, TRUSTEE U/A) No. 1:10-cv-11565
DATED OCTOBER 12, 1991 BY WILLIAM S.)
FIELD JR, individually, and on behalf of all) CLASS ACTION
others similarly situated,)

Plaintiff,)

vs.)

HENRI A. TERMEER, MICHAEL S.)
WYZGA, ROBERT J. CARPENTER,)
CHARLES L. COONEY, DOUGLAS A.)
BERTHIAUME, GAIL K. BOUDREAUX,)
ROBERT J. BERTOLINI, VICTOR J. DZAU,)
CONNIE MACK III, RICHARD F. SYRON,)
RALPH V. WHITWORTH, STEVEN)
BURAKOFF, ERIC ENDE, DENNIS M.)
FENTON, GENZYME CORP.,)

Defendants)

Pursuant to Fed. R. Civ. P. 42(a) and Local Rule 40.1, Plaintiffs in the above actions hereby move for an order consolidating these related matters and appointing lead counsel. Counsel for Plaintiffs and Defendants have met and conferred about the relief sought herein and consent to the relief requested herein.

On August 11, September 8, September 9 and September 14, 2010 respectively, four related putative shareholder class actions were filed in this court against Genzyme Corporation (“Genzyme” or the “Company”) and certain of its officers and directors. These matters all arise out of the same set of facts surrounding the non-binding proposal by Sanofi-Aventis to negotiate the acquisition of Genzyme for \$69 per share of Genzyme common stock. To avoid unnecessary duplication of effort and inconsistent decisions, Plaintiffs submit that: (a) these matters should be consolidated into one action; and (b) Co-Lead and Co-Liaison Counsel should be appointed to oversee and be responsible for the consolidated actions. Accordingly, Plaintiffs respectfully request that this Court enter the following order:

1. The following actions are hereby consolidated for all purposes:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Jerry L. & Mena M. Morelos Revocable Trust v. Termeer, et al.</i>	1:10-CV-11356	August 11, 2010
<i>Malina v. Genzyme Corp., et al.</i>	1:10-CV-11532	September 8, 2010
<i>Resendes v. Termeer, et al.</i>	1:10-CV-11536	September 9, 2010 ¹
<i>William S. Field, III, Trustee U/A Dated October 12, 1991 By William S. Field Jr. v. Termeer, et al.</i>	1:10-CV-11565	September 14, 2010

2. These actions shall be referred to herein as the Consolidated Actions. Every pleading filed in these Consolidated Actions, or in any separate action included herein, shall bear the following caption:

¹ Case No. 10-cv-11536 was assigned to United States District Judge Rya W. Zobel. Pursuant to Local Rule 40.1, a copy of this motion has been sent to Judge Zobel.

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IN RE GENZYME CORPORATION
SHAREHOLDER LITIGATION

) Master Docket No. 1:10-CV-11356

)
) This Document Relates To:
)
)
)

) CLASS ACTION

3. The files of these Consolidated Actions shall be maintained in one file under Master Docket No. 1:10-CV-11356.

4. Plaintiffs will file and serve a Consolidated Amended Complaint no later than ten (10) days after entry of this Order. Defendants shall have 30 days within which to answer, move or otherwise respond to the Consolidated Amended Complaint, and need not respond to the individual complaints.

5. Co-Lead Counsel for Plaintiffs responsible for the conduct of the Consolidated Actions will be:

ROBBINS UMEDA LLP
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HARWOOD FEFFER LLP
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6. Co-Lead Counsel for Plaintiffs shall have authority to speak for Plaintiffs on all matters. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiff except through Plaintiffs' Co-Lead Counsel. Plaintiffs' Co-Lead Counsel shall make work assignments among Plaintiffs' Counsel to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Liaison Counsel for Plaintiffs in the Consolidated Actions will be:

HUTCHINGS, BARSAMIAN, MANDELCORN & ZEYTOONIAN, LLP
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8. Co-Liaison Counsel for Plaintiffs shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Co-Liaison Counsel for Plaintiffs shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

9. Defendants' counsel may rely upon all agreements made with any of Co-Lead Counsel for Plaintiffs, or other duly authorized representative of Co-Lead Counsel for Plaintiffs, and such agreements shall be binding on all Plaintiffs. Service of any paper filed or served by Defendants shall be effect by service by email on Co-Liaison Counsel for Plaintiffs and, if filed in Court, through the ECF system.

10. When a case which properly belongs as part of the *In re Genzyme Corporation Shareholder Litigation*, Master Docket No. 1:10-CV-11356, is hereafter filed in the Court or transferred here from another court, the Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *In re Genzyme Corporation Shareholder Litigation*, Master Docket No. 1:10-CV-11356, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

Dated: December 17, 2010

Respectfully submitted,

/s/ Theodore M. Hess-Mahan

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Jr.

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[Proposed] Co-Lead Counsel for Plaintiffs and
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U/A Dated October 12, 1991 by William S. Field
Jr.

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U/A Dated October 12, 1991 by William S. Field
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/s/ Kenneth G. Gilman

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Counsel for Plaintiff Bernard Malina

IT IS SO ORDERED.

DATED

THE HONORABLE JENNIFER C. BOAL
MAGISTRATE JUDGE, U.S.D.C.

CERTIFICATION OF COMPLIANCE WITH LOCAL RULE 7.1(A)(2)

I hereby certify that counsel for all parties conferred in a good faith effort to narrow or resolve the issues raised in this motion and that defendants do not object to the relief requested.

/s/Theodore M. Hess-Mahan
Theodore M. Hess-Mahan

CERTIFICATE OF SERVICE

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on December 17, 2010.

/s/Theodore M. Hess-Mahan
Theodore M. Hess-Mahan